



UK Employee Assistance Professionals Association

UK EAPA BRANCH BYLAWS

(Approved by the International EAPA Board of Directors, 7th March 2022)

ARTICLE I – NAME AND OBJECTIVES

The name and title of the Branch shall be:

United Kingdom Branch of the Employee Assistance Professionals Association. (UK EAPA)

The objectives of the Branch are:

- a. to promote the development of the employee assistance profession within the UK
- b. to foster the purposes of the Employee Assistance Professionals Association (EAPA); and
- c. to provide a vehicle by which members can meet and discuss matters of mutual interest.
- d. the development, maintenance and application of standards of practice, guidelines and a code of ethics applicable to members.
- e. promote the EAP industry in the UK.

ARTICLE II – ADMINISTRATION

Section 1. Books and Records

- a. The Branch shall maintain a record of the names and contact information of the members entitled to vote.
- b. All books and records of the Branch may be inspected by any member having voting rights, for any proper purpose, at any reasonable time.

Section 2. Fiscal Year

The fiscal year of the Branch shall be from 1 January through 31st December.

ARTICLE III – MEMBERSHIP

Section 1. Branch Membership

Membership categories shall be subject to review depending on relevance to market conditions and can be decided at any time at the discretion of the Board. These will be specified in the General Regulation.

Membership Applications

Every application for membership shall be submitted to the Standing Membership Committee, which shall have absolute discretion as to whether to admit or to reject any such application. However, no person in the Branch's geographic area who is a member in good standing of EAPA and who pays all applicable membership fees may be denied membership in the Branch.

The Standing Membership Committee shall not be obliged to assign any reason for rejection of any application provided however that no Individual shall be denied membership on the grounds of race, gender, colour, religion, national origin, political affiliation, disability, sexual orientation, age, marital status or education and shall, in any event, comply with all relevant legislation concerning such discrimination. An applicant shall have the right of appeal against the decision of the Standing Membership Committee. Any such appeal shall be to the Board and

shall be conducted by way of a review by that body of all documents presented to or prepared by the Standing Membership Committee. The Board shall not be obliged to consider any further evidence.

At such meeting of the Board, the Members thereof shall decide, by majority vote, whether the appeal is allowed or dismissed (which determination shall be final). The members shall procure that notice of the result of such vote is communicated promptly to the applicant and the Chair of the Standing Membership Committee.

Section 2. Membership Fees and Assessments

- a. Branch members shall contribute such annual membership fee as the Branch shall determine.
- b. Branch memberships commences upon acceptance of membership application by the Standing Membership Committee and payment of fee.
- c. Branch members are not required to be EAPA members; however, Branch members who are not also current EAPA members in good standing may not hold Branch office.
- d. Membership in the Branch may be terminated for non-payment of Branch membership fees.

ARTICLE IV – OFFICERS

Section 1. Officers

- a. The officers of the Branch are:
 - Chair
 - Vice-Chair
 - Secretary
 - Treasurer
 - Immediate Past-Chair
- b. The term of office shall be 2 years or until a successor is elected and assumes office.
- c. The term of office commences immediately after the Annual General Meeting in which the Officer has been duly elected and expires after two years at the Annual General Meeting.
- d. No Branch Officer may serve more than 2 terms in succession in the same office. If no nominations are received for an Officer role the term can be extended by one year.
- e. No member may serve simultaneously as both Chair and Treasurer.
- f. Branch Officers who do not attend three meetings without apologies will be asked if they wish to step down.
- g. Immediate Past Chair is an unelected position appointed for a term of 2 years that may be extended by a further term of 2 years.

Section 2. Duties

- a. The Chair:
 - 1. Serves as the official spokesperson and representative of the Branch.
 - 2. Presides over Branch meetings.
 - 3. Performs such other duties as the Branch may require.
- b. The Vice Chair
 - 1. Supports the Chair
 - 2. Acts as Chair when the Chair is not present or available
- c. The Secretary:
 - 1. Ensures the accurate production of minutes of all Branch meetings.
 - 2. Ensures that any notices required by governance documents or the Branch are distributed properly and in a timely fashion.
 - 3. Ensures that all official Branch records are properly maintained.
 - 4. Performs such other duties as the Branch may require.
- d. The Treasurer:
 - 1. Ensures that Branch financial transactions are timely and proper and that Branch financial accounts are properly maintained.
 - 2. Ensures that Branch financial records and tax forms are properly maintained and submitted.
 - 3. Performs such other duties as the Branch may require.
- e. The Immediate Past Chair
 - 1. Provides continuity to the Branch
 - 2. Acts as an advisor to the Chair and Board

Board Members

The Board shall comprise up to seven elected members additional to the Officers.

1. The term of office shall be 2 years or until a successor is elected and assumes office. Terms of office shall commence at the AGM for two year terms. Two positions shall commence at the AGM every even numbered year. Five positions shall commence at the AGM of every odd-numbered year. If no nominations are received for a board role the term can be extended by one year.
2. Board members who do not attend three meetings without apologies will be asked if they wish to step down.

Section 3. Board of Officers

- a. Collectively, the Officers of the Branch and Board Members shall make up the Board of Officers. The Board of Officers shall be the governing and policy-making body of the Branch and shall have responsibility for supervising the activities of the Branch.
- b. The Board of Officers shall be known as the "Board."
- c. The Board shall meet no less than 4 times a year at a time and place agreed by the Board from time to time.
- d. Any one or more Board members may participate in a meeting of the Board of Officers.

Section 4. Eligibility

- a. The Chair of the Branch must be a Professional Member of EAPA in good standing and must remain so throughout his or her term(s) in office.
- b. All other Branch Officers must be Members of EAPA in good standing and must remain so throughout their term(s) in office.

Section 5. Nomination and Election

- a. In advance of the Annual General Meeting at which Officers or Board Members are due to retire, all voting members eligible to do so are invited to nominate themselves to serve as either an Officer or Board Member. Such nominations must be in writing to the Secretary or their appointed deputy and received no later than 14 days before the AGM.
- b. The election of Officers and Board Members shall be conducted by a method given in the AGM notice, and provided that at least 30 days notice of the pending election and procedures for voting has been given to all Branch members directly or made public.
- c. Subject to the maximum number of twelve as specified in Section 2, the Branch may, by resolution carried by a simple majority, appoint a person who is willing to act to be a member of the Board either to fill a vacancy or as an additional member thereof.
- d. The Board may appoint a person who is willing to act to be a Board member thereof, either to fill a vacancy or as an additional member, provided that not more than three such additional members may be so appointed, and the appointment does not cause the number of such members to exceed twelve.
- e. A member so appointed shall hold office only until the next following annual general meeting (in the case of a person appointed as an additional member of the Board) or, in the case of a person appointed to fill a vacancy, for the remainder of the term for which the vacating member had been appointed.
- f. Only one representative of an organisation or an entity affiliated to the organisation, including its parent company and other affiliated organisations, is eligible to become an Officer or Board member.
- g. Subject to the quorum provisions at Article V section 3 below, the proceedings of the Board shall not be invalidated by any vacancy among their number or by any defect in the election, appointment or qualification of a member thereof.

Section 6. Vacancy and Removal

- a. No Branch Officer may remain in office if they no longer meets the eligibility criteria for office.
- b. Should any elected or appointed officer be unable to fulfill their elected term, the remaining officers (by majority vote) shall appoint a member to fill the vacant position for the remainder of the term. The appointed member must meet the qualification requirements for the position.
- c. Any Branch Officer may be removed from office by a vote of the membership for failure to perform the duties of office, negligence, violation of EAPA's Code of Ethics, or any other reason, provided that:

1. The members of the Branch, including the officer to be removed, have been notified in advance of the reason for potential removal.
 2. The Officer has been provided an opportunity to respond on their own behalf.
 3. A majority of those voting vote to remove the officer from office.
- d. Any Board member may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair.

ARTICLE V – MEETINGS

Section 1. Regular Meetings

- a. Branch meetings may be held at such intervals as may be decided by the Branch, but not less than four (4) times per year.
- b. Notification of each regular meeting shall be made in good time before the meeting.
- c. There shall be held in March each calendar year commencing after the date of adoption of these bylaws an Annual General Meeting the first such to be held not later than 12 months after the date of adoption of these bylaws
- d. Every annual general meeting of the Branch shall be convened by the giving of not less than 30 clear days notice to every member.

Section 2. Special Meetings

- a. Special meetings of the Branch meetings may be called by the Branch officers or by written request of ten percent (10%) of the members eligible to vote in Branch elections.
- b. Notification of such meeting shall state the purpose of the meeting and shall be made in good time before the meeting.

Section 3. Quorum

- a) The presence of 20% of Branch members who are eligible to vote constitutes a quorum for the transaction of business at any regular or special Branch meeting. A majority of voting members present shall be required to take action, unless a greater vote is required by law, EAPA's bylaws, or these bylaws.
 - b) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to a time that the Board may decide.
 - c) The Chair of the Board of Officers or, in his or her absence, some other member of the Board nominated by that body, shall preside as Chair of the meeting, but if neither the Chair nor such other member (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the members of the Board shall elect one of their number to be Chair and, if there is only one such member present and willing to act, he or she shall be Chair.
 - d) If no member of the Board is willing to act as Chair, or if no such member is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chair.
 - e) The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given, specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
 - f) The Chair of a meeting may adjourn a general meeting at which a quorum is present if:
 1. the meeting consents to an adjournment
 2. It appears that an adjournment is necessary to protect the safety of any persons attending the meeting, or to ensure that the meeting is conducted in an orderly manner.
 3. If directed to do so by the meeting
 4. When adjourning a meeting the Chair must specify the time and place to which the meeting has been adjourned.
5. Quorum for Board Meetings
- a. The Board may not conduct any business unless quorate
 - b. where the board is not quorate it may undertake a meeting and decision's may be ratified later at a quorate Board Meeting
 - c. Quorum is achieved when the Chair or Vice Chair is present together with a majority of the Officers and a majority of the Board Members

Section 4: Voting

- a. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- b. A poll may be demanded:
 - a) by the Chair; or
 - b) by at least 2 members having the right to vote at the meeting; or
 - c) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
- c. Unless a poll is duly demanded, the Chair can declare that a resolution has been carried or carried unanimously. The proportion of the number of votes cast in favour of or against the resolution shall be recorded in the minutes and shall be a definitive and final record of such a vote.
- d. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- e. A poll shall be taken as the Chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the appropriate agenda item of the meeting at which the poll was demanded.
- f. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.
- g. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs, not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- h. No notice need to be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- i. A resolution in writing can be submitted by a group of eligible members and put to a vote and the result would have the same effect as if it had been proposed and passed by these members at a General Meeting.
- j. No member shall vote at any general meeting, unless all membership fees presently payable by that member to the Branch have been paid.
- k. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

Section 5. Waiver of Notice

- a. Whenever any notice of any meeting of the members is required under provisions of law or these bylaws, a waiver in writing, signed by those scheduled to receive notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection shall also constitute waiver of required notice.

ARTICLE VI – CONFLICT OF INTEREST

- a. Any Branch Officer or Board member who has, or appears to have, a financial or fiduciary interest in a matter which comes before the Branch shall declare this conflict of interest to the Branch and shall abstain from voting on such matter unless it is determined by a majority vote of other Board members that no conflict of interest exists.
- b. Any person who has knowledge of any genuine or apparent conflict of interest on the part of any Branch Officer or member must bring such conflict of interest to the attention of the Branch, orally or in writing, and the Branch Officer or member will abstain from voting on the matter unless it is determined by majority vote of Branch members that no conflict of interest exists.

ARTICLE VII – RELATIONSHIP WITH EAPA AND OTHER PROVISIONS

Section 1. Relationship with EAPA

The Branch is an approved affiliate of the international Employee Assistance Professionals Association, Inc. (EAPA). Any action taken by the Branch without the prior written consent of EAPA's Board of Directors shall not be binding on, or on behalf of, EAPA. EAPA does not authorise the Branch to act as an express or implied agent for, or on behalf of, EAPA without the prior written consent of EAPA.

Section 2. Restriction on Activities

The Branch is responsible for the proper conduct of Branch business and reporting in accordance with applicable laws and requirements. Notwithstanding any other provisions of the bylaws, the Branch shall not carry on any activities that may create tax or legal liability for EAPA or that be in conflict with or endanger EAPA's exemption from U.S. income tax under section 501 (c)(3) of the U.S. Internal Revenue Code of 1986, or any successor provision.

Section 3. Logo and Name

All public uses by the Branch of EAPA's name, trademarks, and/or logos must be approved in advance by EAPA. Any Branch logo must conform to EAPA guidelines and its use must be approved in advance by EAPA.

All public use of the Branch name, trademarks, and/or logos must be approved in advance by the Board.

Section 4. Insurance

The Branch shall purchase and maintain general liability insurance and professional liability (Directors/Officers and Entity liability) insurance, in amounts determined and agreed upon as sufficient by the Branch and EAPA.

Section 5. Annual Branch Fee

The Branch shall pay EAPA an annual Branch fee, the amount of which shall be determined from year to year by EAPA, during the third calendar quarter of each year.

Section 6. Dissolution

- a. In the event that the Branch does not comply with the provisions of these bylaws, EAPA international's Bylaws, and/or any written agreement with EAPA International, the EAPA International Board of Directors has the right and authority to dissolve the Branch or take such other action as it deems necessary to disassociate the Branch from EAPA International.
- b. The EAPA International Board of Directors has the right and authority to dissolve the Branch or disassociate the Branch from EAPA International "for cause," as provided in International EAPA's Bylaws.
- c. In the event of Branch dissolution or disassociation from EAPA International, the Branch shall make a full accounting to EAPA to show payment of all debts and expenses. All remaining assets, in whatever form, at the agreement of the Board of Officers shall be distributed to one or more registered mental health charities.

ARTICLE VIII – AMENDMENT OF THE BYLAWS

Section 1. Branch Responsibility

- a. The Branch shall ensure that its bylaws are kept current in relation to EAPA International's bylaws.

Section 2. Amendment Process at the Branch Level

- a. The Board of Officers shall review the Branch's bylaws whenever it receives notice that EAPA's bylaws have been amended and, in any case, at least once during every term of office.
- b. The Board of Officers can amend or modify the bylaws following a vote on a motion proposed and passed at a meeting, with those unable to attend submitting their vote electronically in advance of the meeting to the Secretary or Administrator, provided that a majority of the Board of Officers approves the changes.
- c. The new recommended Branch bylaws shall be submitted to the EAPA International Board of Directors per Section 3 below.

Section 3. Approval of Draft Amendments by EAPA International.

- a. Upon completion at the Branch level of any amendment to the Branch bylaws, the recommended amended bylaws must be submitted to EAPA International for review and approval by the EAPA Board of Directors. Branch bylaws must be approved by the EAPA Board of Directors before they can take effect.

ARTICLE IX ADOPTION OF CODE OF ETHICS AND STANDARDS OF PRACTICE

The Branch hereby adopts:

The Code of Ethics as published by the Board from time to time.

The Standards of Practice as published by the Board from time to time.

These By Laws are accepted and approved by UK EAPA and the Board of Officers on 15th 2021